

Transportation Corporation of America

P. O. BOX 218 • CHICAGO HEIGHTS, ILLINOIS 60411
AREA CODE 312 • 757-5900

RECORDATION NO. 14295

MAR 19 1984 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

March 12, 1984

Interstate Commerce Commission
Recordation Clerk
Room 1211

12th & Constitution Avenue, N.W. ICC Washington, D. C.
Washington, D.C.

4-079 A048
No. MAR 19 1984
Date
.....50.00.....

RECEIVED
MAR 19 1984
10:00
COMMUNICATIONS

Gentlemen:

Enclosed for recordation under the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, are five (5) copies of the following:

Memorandum of Service Management Agreement dated March 1, 1984
between TRANSPORTATION CORPORATION OF AMERICA and RICHARD B.
OGILVIE, as Trustee of the Property of Chicago, Milwaukee, St.
Paul & Pacific Railroad Company, Debtor

Recordation No. NA

No. of Cars: One Hundred Thirty-eight (138)

Description of Cars: 4750 Cu.Ft. 100-Ton Covered Hopper Cars (LO)

Car Numbers: (See attached list)

The names and addresses of the parties hereto are as follows:

Owner:

Manager:

Transportation Corporation of America
P. O. Box 218
Chicago Heights, Illinois 60411

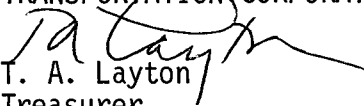
Chicago, Milwaukee, St. Paul & Pacific
Railroad Company
516 West Jackson Boulevard
Chicago, Illinois 60606

The undersigned is the treasurer of Transportation Corporation of America and has knowledge of the matters set forth within the enclosed documents. Kindly record and thereafter return to T. A. Layton, Transportation Corporation of America, P. O. Box 218, Chicago Heights, Illinois 60411, the remaining four (4) copies of the enclosed document, marked "Recorded."

Attached hereto is a remittance in the sum of \$50.00 covering the required Recording Fee.

Cordially,

TRANSPORTATION CORPORATION OF AMERICA


T. A. Layton
Treasurer
lc

Attachments

A wholly owned subsidiary of The Duchossois/Thrall Group

RICHARD B. OGILVIE
as
Trustee of the Property
of
Chicago, Milwaukee, St. Paul & Pacific Railroad Company, Debtor

Car Numbers: MILW 803230 - MILW 803249
&
MILW 803300 - MILW 803348,
all inclusive
&

MILW	MILW	MILW	MILW
813100	813135	813177	813206
813104	813136	813179	813207
813107	813138	813180	813208
813108	813144	813181	813212
813113	813146	813182	813213
813119	813147	813184	813214
813122	813148	813188	813216
813124	813149	813190	813217
813125	813150	813191	813218
813126	813151	813192	813219
813128	813157	813193	813221
813129	813159	813195	813223
813130	813160	813197	813224
813131	813161	813198	813225
813132	813162	813201	813226
813133	813163	813203	813227
813134	813174	813204	813229

Interstate Commerce Commission
Washington, D.C. 20423

3/29/84

OFFICE OF THE SECRETARY

T.A. Layton

Transportation Corp. Of America

P.O.Box 218

Chicago Heights, Ill. 60411

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/19/84** at **3:25pm** and assigned recordation number(s).

14295

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

14295
REGISTRATION NO.
12:19 1984 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF SERVICE MANAGEMENT AGREEMENT

DATED as of March 1, 1984

Between

TRANSPORTATION CORPORATION OF AMERICA

and

RICHARD B. OGILVIE, as Trustee of the
Property of CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY, Debtor

Memorandum of Service Management Agreement, made and entered into as of March 1, 1984, by and between TRANSPORTATION CORPORATION OF AMERICA ("TCA"), an Illinois corporation, and RICHARD B. OGILVIE, as Trustee of the Property of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Debtor, ("Milwaukee"), a Wisconsin corporation.

W I T N E S S E T H :

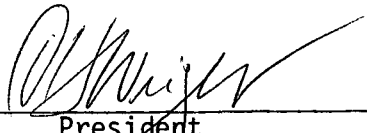
1. TCA has agreed to furnish to the Milwaukee, and the Milwaukee has agreed to manage the railroad cars shown on Rider "A" attached hereto, and such additional Riders as may be added hereto from time to time by agreement of the parties and signed by their duly authorized representatives.

2. The Service Management Agreement shall be effective as of the date first set forth hereinabove and shall expire upon expiration of the Agreement as to the last car, or cars, covered thereunder. The term for each car shall be as shown in the Rider covering such car.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers and duly attested as of the date and year first above written.

(CORPORATE SEAL)

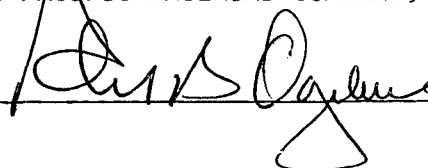
TRANSPORTATION CORPORATION OF AMERICA

By 
President

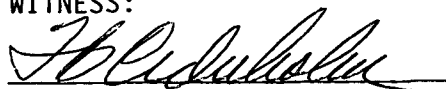
ATTEST:


asst. Secy

RICHARD B. OGILVIE, as Trustee of the
Property of CHICAGO, MILWAUKEE, ST. PAUL
AND PACIFIC RAILROAD COMPANY, Debtor

By 

WITNESS:



STATE OF ILLINOIS)

SS:

COUNTY OF COOK)

On this 12th day of March 1984 before me personally appeared C. H. WRIGHT, to me personally known who being by me duly sworn, says that he is a President of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Seal)

My Commission Expires: January 11, 1985

STATE OF)

) SS:

COUNTY OF)

On this _____ day of _____, before me personally appeared _____, to me personally known who being by me duly sworn, says that he is _____ of _____, an _____ corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(Seal)

My Commission Expires: _____

DATED AS OF: March 1, 1984

CAR OWNER'S MARKS: Title to this car subject to documents filed with the Interstate Commerce Commission

CLASS OF CAR: Covered Hopper (LO)

NUMBER OF CARS: One Hundred Thirty-eight (138)

TERM OF LEASE: As specified in the Service Management Agreement

CAR NUMBERS: MILW 803230-MILW 803249 &
MILW 803300 - MILW 803348,
all inclusive, and:

MILW	MILW	MILW	MILW
813100	813135	813177	813206
813104	813136	813179	813207
813107	813138	813180	813208
813108	813144	813181	813212
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813128	813157	813193	813221
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